



SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. COMPOSITION

- The Nomination Committee shall consist of not less than 3 members, who must be Directors and the majority of whom must be Independent Non-executive Directors, and must include members of different genders.
- The Chairperson of the Nomination Committee shall be the Chairperson of the Board or an Independent Non-executive Director.
- The Board should review the term of office and performance of the Nomination Committee and its members at least once every three years to determine whether the Nomination Committee has carried out its duties in accordance with the Terms of Reference.

2. SECRETARY

- The Secretary to the Nomination Committee shall be the Company Secretary or his/her representative.

3. MEETINGS

- The Nomination Committee shall meet at least once in a year. A member may at any time and the Secretary shall on the requisition of a Director summon a meeting of the committee.
- 2 members present shall form a quorum for meetings.
- In the absence of the Chairperson, the remaining members present shall elect one among themselves to be the Chairperson of the meeting.
- Questions arising at a meeting of the Nomination Committee shall be decided by majority of votes and determination by majority of members shall for all purposes be deemed determination of the committee. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote provided that where only 2 members form a quorum, the Chairperson of the meeting shall not have a second or casting vote.

- Any resolution in writing, if signed or assented to by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the committee.

4. RESPONSIBILITIES AND DUTIES

- The primary objectives of the Nomination Committee are to assist in discharging of the Board's responsibilities in:
 - (1) assessing the ability of the existing Directors to contribute to the effective decision making of the Board;
 - (2) identifying, appointing and orientating new Directors; and
 - (3) identifying the gender and skill mix and experience and other qualities the Board requires in order to function completely and efficiently.
- The Nomination Committee shall have the following responsibilities:
 - (1) identifying and recommending to the Board, candidates for directorships, senior management, consultants, and advisors.
 - (2) in making its recommendation, the Nomination Committee should:
 - (a) conduct due diligence on the candidates (such as background and reference checks and other relevant inquiries);
 - (b) perform conflict checks and declaration procedures regarding the independence of the candidates;
 - (c) consider and evaluate the candidates' skills, knowledge, expertise and experience, professionalism and integrity; and
 - (d) in the case of candidates for the position of Independent Non-executive Directors, the Nomination Committee shall should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from them;
 - (3) recommending to the Board, the Directors to fill seats on Board Committees.
 - (4) assessing the performance and effectiveness of the Board committees and the Board as a whole;
 - (5) assessing the contribution of each individual Director;
 - (6) reviewing the structure, size and composition (including gender, skills, knowledge and experience) of the Board and recommending to the Board the required mix of gender, skills and experience and other qualities the Board requires in order to function completely and efficiently;
 - (7) assessing the independence of Independent Non-executive Directors.
 - (8) recommending to the Board on the appointment or reappointment of directors and reviewing the Board's succession plan;
 - (9) facilitating the Board induction and training for newly appointed Directors;

- (10) reviewing the training programs for the Board; and
- (11) facilitating the Board diversity policies and targets.

(Updated on 19 August 2025)